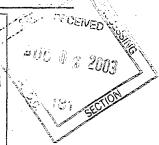
SEC 1972 (6-

02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	4		APPLL
		PRC	CESSE
		TAUG	6 0 8 2003
SEC	USE ON	ILY	THOMSON FINANCIAL
Prefix		Serial	
	1		E .

OMB APPROVAL

OMB Number: 3235-0076

DATE RECEIVED

Expires: May 31, 2005
Estimated average burden hours per response... 1

Nome of Offician (I) about if this		ad indicate above A
manie of Oriening ([] check if this	is an amendment and name has changed, a	no indicate change.)
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Rule 506	[] Section 4(6) [] ULOE
Type of Filing: [X] New Filing	[] Amendment	
	A. BASIC IDENTIFICATION DATA	03028671
1. Enter the information requested	d about the issuer	
Name of Issuer ([] check if this i Beverly Hills MoCap Partners, LL	s an amendment and name has changed, an C	nd indicate change.):
Address of Executive Offices Beverly Hills, CA. 90210 T	(Number and Street, City, State, Zip Code): elephone Number (Including Area Code): 3	

200a/

Brief Description of Business: The development and exploitation, directly and indirectly, of the utilization of radio waves to enhance the existing motion capture technique of creating images on film. Type of Business Organization [] corporation
[] corporation [] limited partnership, already formed [X] other (please specify): [] business trust [] limited partnership, to be formed limited liability company Month Year Actual or Estimated Date of Incorporation or Organization [0.1.6.] [0.1.3.] [X] Actual
[] business trust [] limited partnership, to be formed limited liability company Month Year Actual or Estimated Date of Incorporation or Organization: [0 6 [0 13 1]
Month Year Actual or Estimated Date of Incorporation or Organization [0 1 6 1 [0 1 3 1
Actual or Estimated Date of Incorporation or Organization [0.161 [0.131
Achiacht Eshinaleu naig oileachtacanna ar Choantanan
Action of Estimated Pate of medipolation of Organization. [1] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nar	ne first, if individual) Smith, Rand	all N.		
Business or Reside Beverly Hills, CA. 9		per and Street,	City, State, Zip Code): 1317 Beverly	Estate Drive,
Check Box(es) that Apply:	[X] Promoter [X]	Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nar	ne first, if individual) Friend, Marly	n	·	
Business or Reside Beverly Hills, CA. 9		per and Street,	City, State, Zip Code): 1317 Beverly l	Estate Drive,
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nar	me first, if individual) Sexton, She	rry		
Business or Resider CA. 90069	nce Address (Numb	per and Street,	City, State, Zip Code): 8286 Presson,	Los Angeles,
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nar	me first, if individual) Striepeke, D	an ·		
Business or Reside CA. 90069	nce Address (Numb	per and Street,	City, State, Zip Code): 8286 Presson	, Los Angeles,

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		General a Managing Partner	
Full Name (Last name	e first, if individual)		anga ang at ana ganan an ang asawan ang ini kan Mining di Man Pangangan ang ana an an an an Arb		
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de):		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		General a Managing Partner	
Full Name (Last name	e first, if individual)			· .	
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de		
		· · · · · · · · · · · · · · · · · · ·			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	*	Seneral a Managing Partner	
Full Name (Last name	e first, if individual)			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Business or Residence	ce Address (Number and Street,	City, State, Zip Cod	de		
		· · · · · · · · · · · · · · · · · · ·		·	
	B. INFORMATION	ABOUT OFFERING	3		
1. Has the issuer sold offering?	I, or does the issuer intend to se			Yes []	No [X]
	Answer also in Appendix, Co	-		\$5,000	1
2. What is the minimu	im investment that will be accept	ed from any individ	ual?		
3. Does the offering p	ermit joint ownership of a single	unit?		Yes [X]	No []
directly or indirectly, a connection with sales person or agent of a b list the name of the bi	on requested for each person when y commission or similar remund of securities in the offering. If a proker or dealer registered with the foker or dealer. If more than five oker or dealer, you may set forth	eration for solicitation person to be listed he SEC and/or with (5) persons to be lis	on of purchasers in is an associated a state or states, sted are associated	N/A	
Full Name (Last name	e first, if individual)				
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de):		
Name of Associated I	Broker or Dealer				

							to Solici	t Purcha	sers	ſ] All St	ates
[AL]	[AK]					Í			(EL1	-	-	
[/L]	[IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (La	st name	first, if i	ndividua	al)	· · · · · · · · · · · · · · · · · · ·					**************************************	and the second section of the second section is a second section of the second section is a second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a second section in the second section in the second section is a section section in the second section in the section is a section section in the section section is a section section in the section section in the section section is a section section section section in the section section section section section is a section sec
Busine	ss or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, Stat	e, Zip Cc	ode):			
Name	of Asso	ciated B	roker or	Dealer:								
								t Purcha	sers	-	7 11 0	
•						,				L] All St	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[VV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (La	st name	first, if i	ndividua	ıl)		,					
Busine	ss or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, State	e, Zip Co	de):		<u> </u>	
			roker or n Listed			Intends	to Solici	t Purcha	sers			
										[] All St	ates
[AL]	C A 1 / 7				(0.01				()	[C A]		
	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[IL] [MT] [RI]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
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[IL] [MT] [RI] Full Na Busine Name of	[IN] [NE] [SC] Ime (Lass or Report Asso	[IA] [NV] [SD] st name esidence	[KS] [NH] [TN] first, if in a Address	[KY] [NJ] [TX] Individuation (Num Dealer:	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[IL] [MT] [RI] Full Na Busine Name of States	[IN] [NE] [SC] Ime (La ss or Ri of Asso in Whic	[IA] [NV] [SD] st name esidence ciated B h Perso	[KS] [NH] [TN] first, if interpretation in the content of the cont	[KY] [NJ] [TX] Individual In	[LA] [NM] [UT] ber and	[ME] [NY] [VT] Street, C	[MD] [NC] [VA] City, State	[MA] [ND] [WA] e, Zip Co	[MI] [OH] [WV]	[MN] [OK]	[MS] [OR] [WY]	[MO] [PA] [PR]
[IL] [MT] [RI] Full Na Busine Name of States (Check	[IN] [NE] [SC] Ime (La ss or Re of Asso in Whick "All S	[IA] [NV] [SD] st name esidence ciated B h Perso States"	[KS] [NH] [TN] first, if interpretation and the content of the co	[KY] [NJ] [TX] Individual In	[LA] [NM] [UT] ber and dicited or dual Sta	[ME] [NY] [VT] Street, Containing the street intends attes)	[MD] [NC] [VA] City, State to Solici	[MA] [ND] [WA] e, Zip Co	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering an	d
the total amount already sold. Enter "0" if answer is "none" or "zero." If the	
transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	

	Type of Security		Aggregate Offering Pric	Amount Already e Sold
	Type of Security Debt		\$0	\$0
	Equity (Class A LLC Membership Unit) [X] Common [] Preferred		\$755,000	\$755,000
	Convertible Securities (including warrants)		\$0	\$0
	Partnership Interests		\$0	\$0
	Other (Specify).		\$0	\$0
	Total		\$755,000	\$755,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
			•	
have amo num dolla	nter the number of accredited and non-accredited investors who expurchased securities in this offering and the aggregate dollar ounts of their purchases. For offerings under Rule 504, indicate the ober of persons who have purchased securities and the aggregate ar amount of their purchases on the total lines. Enter "0" if answer is ne" or "zero."			
			nber estors	Aggregate Dollar Amount of Purchases
	Accredited Investors	27		\$755,000
	Non-accredited investors	0		\$ 0
	Total (for filings under Rule 504 only)	N/A		\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
infor offer sale	this filing is for an offering under Rule 504 or 505, enter the mation requested for all securities sold by the issuer, to date, in rings of the types indicated, the twelve (12) months prior to the first of securities in this offering. Classify securities by type listed in Part uestion 1.		N/A	
	Type of offering Rule 505	Тур	e of Security	Dollar Amount Sold \$
	Regulation A			\$
	Rule 504			\$
	Total			\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$0
Printing and Engraving Costs	[] \$0
Legal Fees	[X]\$5,000
Accounting Fees	[] \$0
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify)	[] \$0
Total	[X]\$5,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$750,000

Payments

to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Total Payments Listed (column totals added)	[X]\$	750,000
Column Totals	[]\$0	[X] \$750,000
	[]\$0	[]\$0
pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	[]\$0 []\$0 []\$0	[]\$0 []\$0 []\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]\$0	[X] \$750,000
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$0
Salaries and fees Purchase of real estate	Officers, Directors & Affiliates [] \$0 [] \$0	, Payments To Others []\$0 []\$0
	0.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature -	Date
Beverly Hills MoCap Partners, LLC	62. 2 Juli	8/1/03
Name of Signer (Print or Type)	Title of Signer (Print or Type	•)
Randall N. Smith	Chairman	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE				
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]			
See Appendix, Column 5, for state response.				

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Beverly Hills MoCap Partners, LLC	Br 4 Just 8/1/03
Name of Signer (Print or Type)	Title (Print or Type)
Randall N. Smith	Chairman

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2									
	Intend to sell to non- accredited investors in State (Part P. Ham) 3 Type of security and aggregate offering price offered in state (Part C-Item 1)			an	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	(Part B 1)	1	(rart O-nom r)	-Item 1) (Part C-Item 2)				(Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK				<u> </u>						
AZ	A-10.10.10.10									
AR										
CA		X	Class A LLC Units/\$625,000	20	\$625,000	0			X	
СО						······································				
СТ		·		,						
DE										
DC		X	Class A LLC Units/\$25,000	1	\$25,000	0			X	
FL		Х	Class A LLC Units/\$10,000	1	\$10,000	0			X	
GA										
Н										
D		X	Class A LLC Units/\$25,000	1	\$25,000	0			X	
IL										
IN										
IA								,		
KS							<u> </u>		<u> </u>	
KY							<u> </u>			
LA										
ME										
MD		Х	Class A LLC Units/\$15,000	1	\$15,000	0			X	
MA										

MI									
MN		<u> </u>					1		
MS									
МО									
МТ			······································						
NE									
NV									
NH							i i	<u> </u>	
NJ	i.	X	Class A LLC Units/\$5,000	1	\$5,000	0			X
NM				, .					
NY									
NC									
ND									
ОН			·						
ОК									
OR		X	Class A LLC Units/\$25,000	1	\$25,000	0			Х
РА	-			CO VINTO CARTON STATEMENT STATEMENT					
RI									
sc									·
SD									
TN									
TX									
UT									
VT			`						·
VA		X	Class A LLC Units/\$25,000	1	\$25,000	0	,		X
WA									
WV									
WI									
WY					-				
PR									